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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 10811  
(ITAUTEC AMERICA, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Itautec America, Inc. ("Itautec") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10811 (Itautec America, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 25, 2006, Itautec filed proof of claim number 10811 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$233,753.69 (the "Claim") arising from goods delivered prior to the Petition Date and cancellation claims.

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection").

WHEREAS, on March 14, 2007, Itautec filed Itautec America, Inc.'s Response To The Debtors' Ninth Omnibus Claims Objection (Docket No. 7241) (the "Response").

WHEREAS, on December 18, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, DAS LLC and Itautec entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and

agrees that the Claim shall be allowed against DAS LLC in the amount of \$233,753.69.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Itaotec stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$233,753.69 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Itaotec's Response to the Ninth Omnibus Claims Objection is deemed resolved.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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